

FEB 22 '12 -4 02 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Via UPS 2nd DAY AIR

February 20, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated December 8, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: TOMRA NY Recycling LLC
5923 Loomis Road
Farmington, NY 14425

A description of the railroad equipment covered by the enclosed document is for twenty (20) hopper cars; having FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosure
(TONY001)

FEB 22 '12 -4 02 PM

ASSGN. NO.: TONY001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 8th day of December, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and TOMRA NY Recycling LLC ("Lessee"), a New York corporation limited liability company

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 8, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 6, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By:

Name:

RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title:

ATTEST:

By:

Name:

Title:

SUSAN GROKULSKY
ASSISTANT DIRECTOR
OF DOCUMENTATION

Executed on this

8th

day of

December 2011

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COUNTY

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

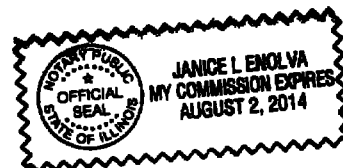
WITNESS my hand and official stamp or seal, this 8th day of December, 2011.

Janice L. Enolva
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

TOMRA NY RECYCLING LLC

ATTEST:

By: Geoffrey Knottwell
Name: Geoffrey Knottwell
Title: CFO

By: Lisa Johnson
Name: Lisa Johnson
Title: HR Specialist

Executed on this 1 day of December, 2011.

[CORPORATE SEAL]

STATE OF Connecticut

COUNTY OF Fairfield

I, Melissa Correia, a Notary Public of the County and State aforesaid, certify that Geoffrey Knottwell personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of December, 2011.

Melissa Correia
Notary Public

Commission Expires:

Melissa Correia
(Notary Public)

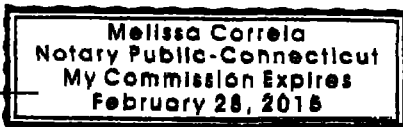


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: Covered Hopper Cars.

CAR NUMBERS:

FURX	814201
FURX	814208
FURX	814210
FURX	814213
FURX	814219
FURX	814221
NDYX	814233
NDYX	814234
NDYX	814242
NDYX	814200
NDYX	816723
NDYX	814212
NDYX	814222
NDYX	814229
NDYX	814230
NDYX	814232
NDYX	814235
NDYX	814236
NDYX	814238
NDYX	814240